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Counsel to the Debtors and
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
:
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
- - - - - x

**ORDER PURSUANT TO BANKRUPTCY CODE SECTION 105 AND
BANKRUPTCY RULE 9019 APPROVING INSURANCE CLAIM SETTLEMENT
BY AND AMONG DEBTORS AND INSURANCE CARRIERS**

Upon the motion (the "Motion")¹ of the Debtors
for entry of an order, pursuant to Bankruptcy Code
section 105(a) and Bankruptcy Rule 9019 approving the

¹ Each capitalized term not otherwise defined herein shall have the meaning ascribed to it in the Motion.

settlement between the Debtors and Liberty Mutual Fire Ins. Co., Lloyd's of London, Axis Surplus Lines Insurance Co., Max Specialty Insurance Co., and Lexington Insurance Company (collectively, the "Insurance Carriers"); and the Court having reviewed the Motion; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is GRANTED.
2. Pursuant to Bankruptcy Rule 9019 and Bankruptcy Code section 105, the Debtors' decision to enter into the Settlement in full and final satisfaction of their Business Interruption Claim is reasonable and appropriate under the circumstances, satisfies the applicable standards, and is approved in all respects.

3. The Debtors are hereby authorized to enter into the Settlement and to take all actions reasonably necessary to implement its terms without further Court order.

4. The Debtors are authorized to execute all documentation necessary to implement the Settlement.

5. The requirement under Local Rule 9013-1(G) of the Local Rules for the United States Bankruptcy Court for the Eastern District of Virginia to file a memorandum of law in connection with the Motion is hereby waived.

6. This Court retains jurisdiction to hear and determine all matters arising from or related to the Settlement and this Order.

Dated: Richmond, Virginia
April __, 2009

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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/s/ Douglas M. Foley
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Counsel to the Debtors
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CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1 (C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley